

**BEFORE THE COMMISSIONER OF SECURITIES AND INSURANCE  
OFFICE OF THE STATE AUDITOR  
STATE OF MONTANA**

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IN THE MATTER OF THE NATIONAL	)	
BETTER LIVING ASSOCIATION, INC.;	)	CASE NO.: INS-2009-70
SELECT BENEFITS SERVICES	)	
ASSOCIATION; THE LIFE INSURANCE	)	
COMPANY OF NORTH AMERICA;	)	
COMPANION LIFE INSURANCE	)	
COMPANY; GUARANTEE TRUST LIFE	)	
INSURANCE COMPANY; UNITED	)	
STATES LIFE INSURANCE COMPANY	)	
IN THE CITY OF NEW YORK;	)	
NATIONAL UNION FIRE INSURANCE	)	<b>CONSENT AGREEMENT AND</b>
COMPANY; ALBERT CORMIER	)	<b>FINAL ORDER RE INTERNATIONAL</b>
SOLUTIONS, LLC, f.k.a. ACS	)	<b>MARKETING AND ADMINISTRATION</b>
HEALTHCARE, LLC; ALLIED	)	<b>CORPORATION AND</b>
HEALTH BENEFITS, INC.;	)	<b>EDWARD KLAYMAN</b>
INTERNATIONAL MARKETING AND	)	
ADMINISTRATION CORPORATION;	)	
PSI/HEALTH LEADS SYSTEMS, INC.;	)	
GEORGE E. SPAULDING, JR.; TIMOTHY	)	
SIEWERT; MICHAEL SIEWERT; JOHN	)	
FABBRINI; BARRY SHAW; LANDON	)	
JORDON; OTIS CHAPMAN; JUSTIN	)	
CORMIER; MELANIE HALL; ANGUS	)	
MORRISON; CRYSTAL CORRELL;	)	
SHAWN HILLS; BARBARA	)	
HARRINGTON; G. DAN SIEWERT, III;	)	
EDWARD KLAYMAN; JOHN or	)	
JANE DOES 1-10; and XYZ BUSINESS	)	
ENTITIES 1-10,	)	
	)	
	)	
Respondents.	)	

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This Consent Agreement and Final Order is entered into by the Office of the Commissioner of Securities and Insurance, Montana State Auditor (CSI), acting pursuant to the authority of Mont. Code Ann. § 2-4-603, and the Montana Insurance Code, Mont. Code Ann. § 33-1-101, et. seq. (the Code); International Marketing and Administration Corporation (IMAC), and Edward Klayman (collectively referred to herein as Respondents).

### **RECITALS**

WHEREAS, on June 20, 2011, the CSI filed a Notice of Proposed Agency Disciplinary Action and Opportunity for Hearing (Notice), incorporated herein by reference, against the Respondents alleging violations of the Montana Insurance Code (Code); and

WHEREAS, the CSI and Respondents agree that Respondents have fully cooperated with CSI in its investigation, and CSI and Respondents agree the parties' best interests will be served by entering into the following specific agreement and undertakings set forth below.

NOW, THEREFORE, the parties desiring to fully and finally resolve all matters contained in the Notice and in consideration of the mutual undertakings established herein, the CSI and the Respondents enter into the following:

### **STIPULATIONS AND CONSENTS**

Without admitting or denying any of the CSI's allegations, the Respondents and the CSI stipulate and agree to the following:

1. Within 30 days of the execution of the Final Order, IMAC shall pay to the State of Montana reasonable administrative costs in the sum of \$12,500.00. Payment must be made payable to the Montana State Auditor's Office and sent to the Office of the Commissioner of Securities and Insurance, Montana State Auditor, c/o Mike Winsor, 840 Helena Avenue, Helena, MT 59601.

2. The Respondents shall comply with all applicable laws regarding the issuance of group policies to associations.

3. The Respondents acknowledge the CSI has jurisdiction over the subject matter of the above-entitled proceeding.

4. The Respondents acknowledge that they or their authorized representative have read and understand each term of this Consent Agreement, and that the Consent Agreement is entered into voluntarily without reservation.

5. The Respondents and the CSI agree that this Consent Agreement resolves the alleged violations set forth in the Notice.

6. The Respondents and the CSI hereby acknowledge and agree that this Consent Agreement constitutes the entire agreement between the parties and that no other promises or agreements, either express or implied, have been made by the CSI or by any member, officer, agent, or representative of the CSI to induce the Respondents to enter into this Consent Agreement.

7. With respect to the Notice, the Respondents specifically and affirmatively waive a contested case hearing and their right to appeal under the Montana Administrative Procedures Act, including Title 2, Chapter 4, Part 7, and elect to resolve this matter on the terms and conditions set forth herein.

8. The Respondents and CSI fully and forever release and discharge each other, their employees and agents from any and all actions, claims, causes of action, demands, or expenses for damages or injuries, whether asserted or unasserted, known or unknown, foreseen or unforeseen, arising out of the Notice.

9. The parties acknowledge and agree that this Consent Agreement may not be modified orally, and any subsequent modifications to this Consent Agreement must be mutually agreed upon in writing with the same formality of this Consent Agreement to be effective.

10. The CSI and the Respondents agree that this Consent Agreement shall be incorporated into and made a part of the attached Final Order issued by the Commissioner of Securities and Insurance, Montana State Auditor (Commissioner) herein.

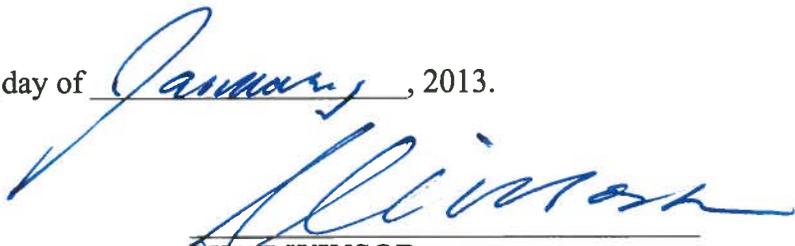
11. The Respondents further understand that, upon the signing of the Final Order by the Commissioner or her representative, this Consent Agreement and Final Order will be an Order of the CSI and failure to comply with it may constitute a separate violation of the Montana Insurance Code, as provided in Mont. Code Ann. § 33-1-318, and may result in subsequent legal action by the CSI.

12. Upon execution of this Consent Agreement and full payment of the sum set forth in ¶ 1, the CSI shall fully and forever release and discharge the Respondents, Respondents' employees, and Respondents' agents from any and all actions, claims, causes of action, demands, or expenses for damages or injuries, whether asserted or unasserted, known or unknown, foreseen or unforeseen, arising out of the Notice and will not commence any further administrative, civil, or other legal action based upon the regulatory non-compliance alleged in the Notice.

13. This Consent Agreement shall be effective upon signing of the Final Order.

14. The Respondents acknowledge that this Consent Agreement and Final Order are public records under Montana law and as such may not be sealed or otherwise withheld from the public.

DATED this 16<sup>th</sup> day of January, 2013.



**MIKE WINSOR**  
Attorney for the CSI

DATED this 10<sup>th</sup> day of JANUARY, 2013.

**INTERNATIONAL MARKETING AND  
ADMINISTRATION CORPORATION**

By: Edward Klayman  
Its: President

Edward Klayman  
**EDWARD KLAYMAN**

**FINAL ORDER**

Pursuant to the authority vested by Mont. Code Ann. § 2-4-603, and the Montana Insurance Code, Mont. Code Ann. § 33-1-101, et seq., and upon review of the foregoing Consent Agreement and good cause appearing,

IT IS ORDERED that the foregoing Consent Agreement between the CSI and the Respondents is hereby adopted as if set forth fully herein.

DATED this 16<sup>th</sup> day of January, ~~2012~~<sup>2013 AS</sup>.

**MONICA J. LINDEEN**  
Commissioner of Securities and Insurance  
Montana State Auditor

By: \_\_\_\_\_

**ADAM SCHAFER**

Deputy Commissioner of Securities and Insurance

cc: Mike Winsor, CSI  
IMAC  
Edward Klayman